

3212197

Wireless Information Network Limited ("The Company")

Resolutions in Writing of all the Members
of the above Company passed in accordance
with S.381A Companies Act 1985

Ordinary Resolution

IT IS HEREBY RESOLVED:

- 1 **THAT** the Directors be authorised to capitalise sums standing to the credit of the Company's Share Premium Account in paying up in full new Ordinary Shares of 1 pence each (having the rights set out in the Articles of Association) and distribute such shares credited as fully paid up to the holders of Ordinary Shares on the Register as at 21 September 2000, on the basis of 299 new Ordinary Shares of 1 pence for every existing Ordinary Share then held and that the offering requirements of Article 4.1 of the Articles of Association be and are hereby waived in respect of the same.

Special Resolutions

- 2 **THAT** 811,800 Ordinary Shares of 1p each (numbered 1 to 811,800) currently held by Marc Louis Charlton and to be transferred to SUK VF IV Nominees Limited ("**Schroders**") be re-designated as 811,800 Non-Voting Deferred Shares of 1 pence each automatically upon their transfer to Schroders.
- 3 **THAT** the regulations contained in the print of the Articles of Association be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

Date 25 September 2000

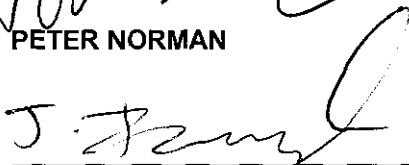
Signed



MARC CHARLTON



PETER NORMAN



JOHN RANDS


MARY CHARLTON



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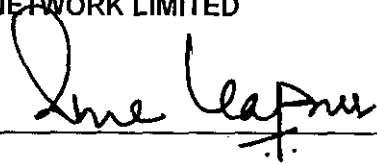
MARC CHARLTON

PETER NORMAN

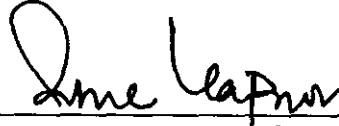
JOHN RANDS

Mary Charlton
MARY CHARLTON

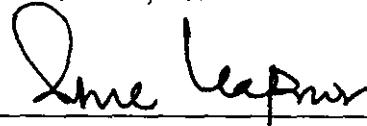
For and on behalf of
**WIRELESS INFORMATION
NETWORK LIMITED**



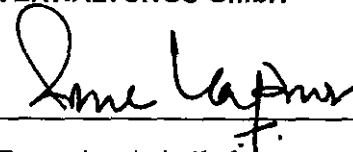
For and on behalf of
GS CAPITAL PARTNERS III L.P.



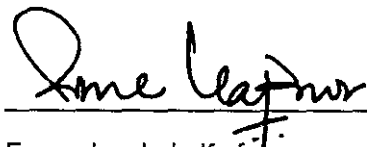
For and on behalf of
**GS CAPITAL PARTNERS III
OFFSHORE, L.P.**



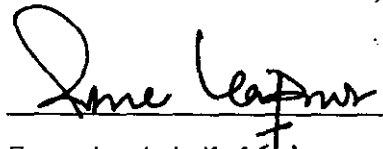
For and on behalf of
**GOLDMAN SACHS & CO.,
VERWALTUNGS GmbH**



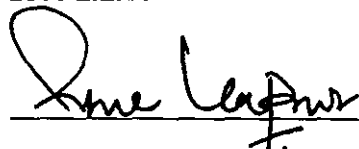
For and on behalf of
**STONE STREET SPECIAL
OPPORTUNITIES FUND 2000, L.P.**



For and on behalf of
**BRIDGE STREET SPECIAL
OPPORTUNITIES FUND 2000, L.P.**

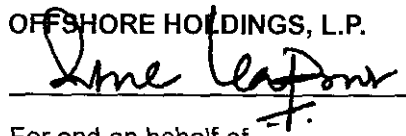


For and on behalf of
**GS PEP TECHNOLOGY FUND
2000 L.L.C.**



For and on behalf of
GS PEP TECHNOLOGY FUND 2000

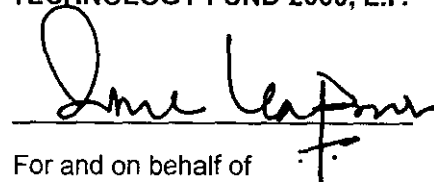
OFFSHORE HOLDINGS, L.P.



For and on behalf of

STONE STREET PEP

TECHNOLOGY FUND 2000, L.P.



For and on behalf of

GS PRIVATE EQUITY PARTNERS

1999 - DIRECT INVESTMENT

FUND, L.P.

Registered No: 3212199

Registered Office: 4 Lancaster Court
Cressex Business Park
High Wycombe
Buckinghamshire
HP12 3TD